

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
GTE Mobilnet of Cleveland Incorporated	New York NewCo Subsidiary, Inc.	OH2B2, RSA 586 (Sandusky)

Step 2

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
New York SMSA Limited Partnership	Florida RSA #1B (Naples) Limited Partnership	Empire Cellular, Inc.	FL1B1, RSA 360 (Collier)
New York SMSA Limited Partnership	Ohio RSA #3 Limited Partnership	Empire Cellular, Inc.	OH3B, RSA 587 (Ashtabula)
New York SMSA Limited Partnership	New York NewCo Subsidiary, Inc.	Empire Cellular, Inc.	OH2B2, RSA 586 (Sandusky)

In Transaction 4, Empire Cellular, Inc. ("Empire"), an indirect wholly-owned subsidiary of ALLTEL, will surrender, pursuant to a redemption agreement, its 10 percent limited partnership interest in New York SMSA Limited Partnership ("NY SMSA"), a limited partnership controlled by subsidiaries of Bell Atlantic. In exchange for such limited partnership interest, NY SMSA will transfer its stock in New York NewCo Subsidiary, Inc. ("NY NewCo"), a majority-owned and controlled subsidiary of NY SMSA, from NY SMSA to Empire. In preparation for the surrender and exchange of such interest pursuant to the redemption agreement, the following interests will be transferred to NY NewCo: (1) GTE Wireless of the South Incorporated will transfer its 61.6 percent interest in Florida RSA #1B (Naples) Limited Partnership, the licensee of the Collier, Florida system; (2) GTE Mobilnet of Cleveland Incorporated will transfer its 50 percent interest in Ohio RSA #3 Limited Partnership, the licensee of the Ashtabula, Ohio system; (3) GTE Mobilnet of Cleveland Incorporated will assign the license for the Sandusky, Ohio system. Thus, following Transaction 4, Empire (and thus ALLTEL) will control, directly or indirectly through its interest in NY NewCo, the licensees associated with the above-listed markets.

Transaction 5

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
Virginia Metronet, Inc.	Northeast Pennsylvania SMSA Limited Partnership	GTE Wireless of Ohio Incorporated	Northeast PA MSA
Virginia Metronet, Inc.	Pennsylvania RSA No. 5 General Partnership	GTE Wireless of Ohio Incorporated	PA5, RSA 616 (Wayne)

In Transaction 5, Virginia Metronet, Inc. ("Metronet"), an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 40 percent general and 38.98 percent limited partnership interests in Northeast Pennsylvania SMSA Limited Partnership to GTE Wireless of Ohio Incorporated ("Ohio NewCo"), a majority-owned and controlled subsidiary of GTE Mobilnet of Ohio Limited Partnership ("GTE Ohio"). Metronet also will transfer its 28.5715 percent general partnership interest in Pennsylvania RSA No. 5 General Partnership and its 40 percent general partnership interest in CLNS General Partnership⁴ to Ohio NewCo. Transaction 5 requires prior FCC approval. FCC Forms 603 are being filed on this date in accordance with Commission staff instructions.

Transaction 6

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company of Pennsylvania No. 1	Pennsylvania RSA 1 Limited Partnership	GTE Wireless of Ohio Incorporated	PA1, RSA 612 (Crawford)
360° Communications Company of Pennsylvania No. 1	Pennsylvania RSA No. 6(1) Limited Partner- ship	GTE Wireless of Ohio Incorporated	PA6B1, RSA 617 (Lawrence)

⁴ CLNS General Partnership holds a 28.5714 percent general partnership interest in Pennsylvania RSA No. 5 General Partnership.

In Transaction 6, 360° Communications Company of Pennsylvania No. 1, an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 80 percent general partnership interest in Pennsylvania RSA 1 Limited Partnership and its 57.13 percent general partnership interest in Pennsylvania RSA No. 6(1) Limited Partnership to Ohio NewCo, a majority-owned and controlled subsidiary of GTE Ohio. Transaction 6 requires prior FCC approval. The required FCC Forms 603 are being filed on this date in accordance with Commission staff instructions.

Transaction 7

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company	Pennsylvania 4 Sector 2 Limited Partnership	GTE Wireless of Ohio Incorporated	PA4B2, RSA 615 (Bradford)

In Transaction 7, 360° Communications Company, a direct, wholly-owned subsidiary of ALLTEL, will transfer its 50 percent limited partnership interest in Pennsylvania 4 Sector 2 Limited Partnership to Ohio NewCo. Transaction 7 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

Transaction 8

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company	Pennsylvania 3 Sector 2 Limited Partnership	GTE Wireless of Ohio Incorporated	PA3B2, RSA 614 (Potter)

In Transaction 8, a total 61.53 percent limited partnership interest in Pennsylvania 3 Sector 2 Limited Partnership will be transferred to Ohio NewCo. This transfer of control from 360° Communications Company to Ohio NewCo in fact will be accomplished through two separate transactions. First, Virginia Metronet, a wholly-owned subsidiary of 360° Communications Company and an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 16.66 percent limited partnership interest in the licensee to Ohio NewCo. Second, 360° Communications Company will transfer its 44.87 percent limited partnership interest in the licensee to Ohio NewCo. Transaction 8 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

Transaction 9

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company of Indiana No. 1	Indiana RSA 2 Limited Partnership	GTE Wireless of Ohio Incorporated	IN2, RSA 404 (Kosciusko)

In Transaction 9, 360° Communications Company of Indiana No. 1, an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 75 percent general partnership interest in Indiana RSA 2 Limited Partnership to Ohio NewCo, a majority-owned and controlled subsidiary of GTE Ohio. Transaction 9 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

Transaction 10

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
Youngstown-Warren MSA Limited Partnership	GTE Wireless of Ohio Incorporated	Sharon, PA MSA

In Transaction 10, Youngstown-Warren MSA Limited Partnership⁵ will assign to Ohio NewCo, a majority-owned and controlled subsidiary of GTE Ohio, its cellular and related microwave interests in the Sharon, PA MSA. Transaction 10 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

⁵ Youngstown-Warren MSA Limited Partnership is majority owned and controlled by TeleSpectrum, Inc., an indirect, wholly-owned subsidiary of ALLTEL.

Transaction 11

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
GTE Mobilnet of Cleveland Incorporated	GTE Mobilnet of Ohio Limited Partnership	360° Communications Investment Company ⁶	Cleveland, Ohio MSA Akron, OH MSA Canton, OH MSA Lorain-Elyria, OH MSA
GTE Mobilnet of Ohio Limited Partnership	GTE Wireless of Ohio Incorporated	GTE Mobilnet of Cleveland Incorporated ⁷	Erie, PA MSA ⁸ Northeast PA MSA Sharon, PA MSA PA1, RSA 612 (Crawford) PA4B2, RSA 615 (Bradford) PA5, RSA 616 (Wayne) PA6B1, RSA 617 (Lawrence) IN2, RSA 404 (Kosciusko)

In Transaction 11, GTE Mobilnet of Cleveland Incorporated ("GTE Cleveland"), an indirect, wholly-owned subsidiary of GTE, will surrender pursuant to a redemption agreement, its 40 percent general and 56.6 percent limited partner interests in GTE Ohio. In exchange for the redemption of the GTE

⁶ As a consequence of the redemption, 360° Communications Investment Company will, by virtue of its interest in GTE Ohio, control the licenses associated with the indicated markets.

⁷ Following the redemption, GTE Cleveland will control, through its interest in Ohio NewCo, the licenses associated with the indicated markets.

⁸ In advance of this transaction, GTE Ohio will assign to its majority-owned and controlled subsidiary, Ohio NewCo, its cellular authorization for Erie, Pennsylvania. A Form 603 for this *pro forma* transaction is being filed on this date.

Cleveland interests, GTE Ohio will implement a *pro forma* transfer of control of its stock in Ohio NewCo from GTE Ohio to GTE Cleveland.⁹ Following the redemption, 360° Communications Investment Company and 360° Communications Company of Petersburg will be the sole remaining partners in GTE Ohio; 360° Communications Investment Company will be the sole general partner. The redemption of the GTE Cleveland ownership interests in GTE Ohio, resulting in ALLTEL's control of GTE Ohio, requires prior FCC approval. The required FCC Form 603 are being filed on this date.

Copies of the agreements corresponding to the above listed transactions will be provided upon request to the Commission under confidential seal.

Public Interest Statement

The qualifications of GTE and ALLTEL to hold cellular and other radio station licenses are a matter of public record established and approved in numerous Commission decisions.

The Transactions fully comply with all Commission rules and require no waivers. They create no new unresolved overlaps of ownership interests in any wireless markets and raise no competitive issues.¹⁰

The Transactions will serve the public interest in numerous ways. *First*, they will resolve and eliminate certain ownership overlaps between GTE and Bell Atlantic or Vodafone. The

⁹ Because the transfer of the stock in Ohio NewCo is between subsidiaries majority owned and controlled by GTE, there will be no change in ultimate control of Ohio NewCo.

¹⁰ ALLTEL holds 10 MHz PCS licenses in Pensacola, Florida and Mobile, Alabama. Those interests will be disposed of in accordance with FCC and/or Department of Justice requirements.

Commission has previously found transfers of wireless licenses to serve the public interest when they result in removal of cross-ownership situations.¹¹

Second, the Transactions promote the Commission's policies by advancing competition. They will extend ALLTEL's regional contiguous wireless telecommunications services coverage footprint, thereby creating a stronger company that can better compete against much larger entities already possessing nationwide footprints, such as AT&T and Sprint. In order to provide effective competition to these carriers, small and mid-sized carriers must build sufficiently broad-based networks to enable them to achieve economies of scale and scope. The Commission has found that these efficiencies and economies are sufficient bases to grant transfers of licenses because they can result in benefits to the public.¹²

Third, the Transactions will allow GTE and Bell Atlantic to fill in several gaps in the geographic coverage of their planned merger, enabling the merged company to create a stronger and more efficient wireless competitor in an industry where national coverage is increasingly important.

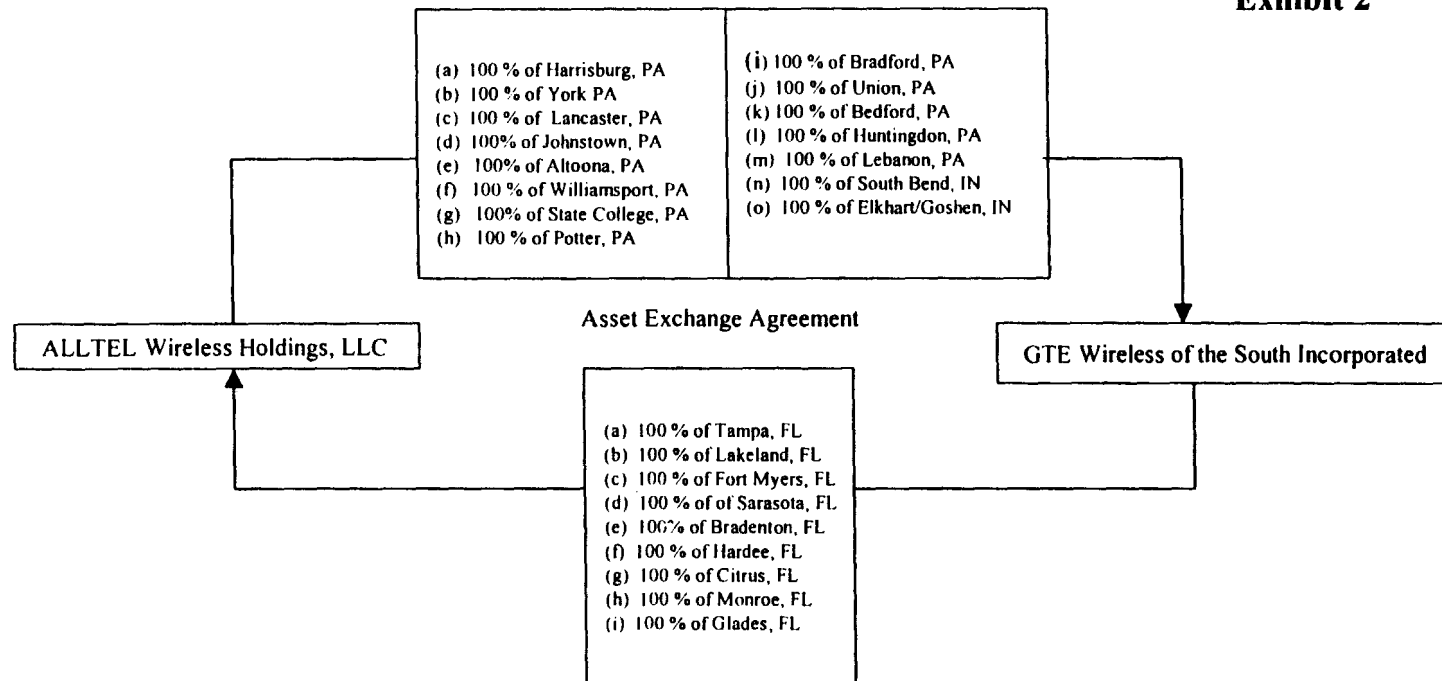
¹¹ See, e.g., *Applications of Winston, Inc., et al.*, 14 FCC Rcd 3844 (WTB 1998) (approving transfer of Vanguard Cellular licenses to AT&T Wireless in which AT&T committed to spin off overlapping ownership interests that would have resulted from the transaction).

¹² See, e.g., *Application of 360° Communications Company and ALLTEL Corporation*, 14 FCC Rcd 2005 (1999).

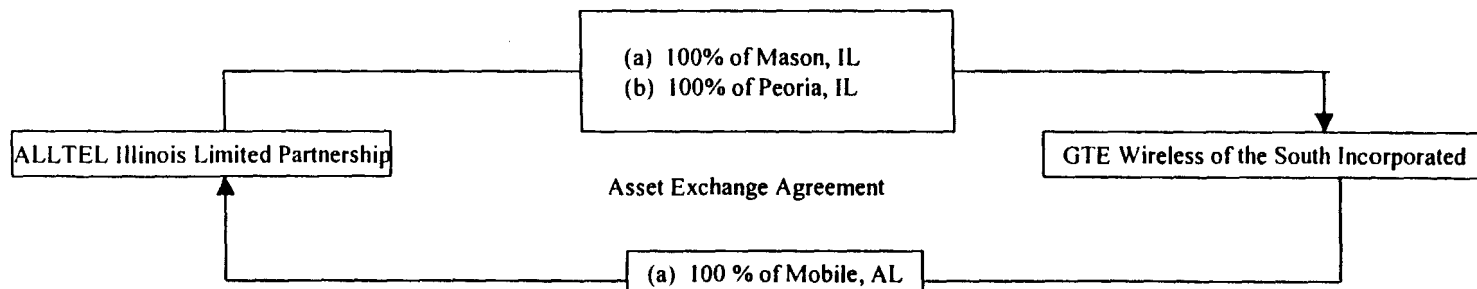
Conclusion

The Transactions will eliminate overlapping wireless ownership interests, create no new cross-ownership situations or overlaps, and will enable the parties to achieve the benefits that flow from expanding their footprints in areas that they believe are necessary for building efficient wireless networks that in turn can most effectively compete in the provision of wireless service to the public. The Applications can and should be promptly approved by the Commission.

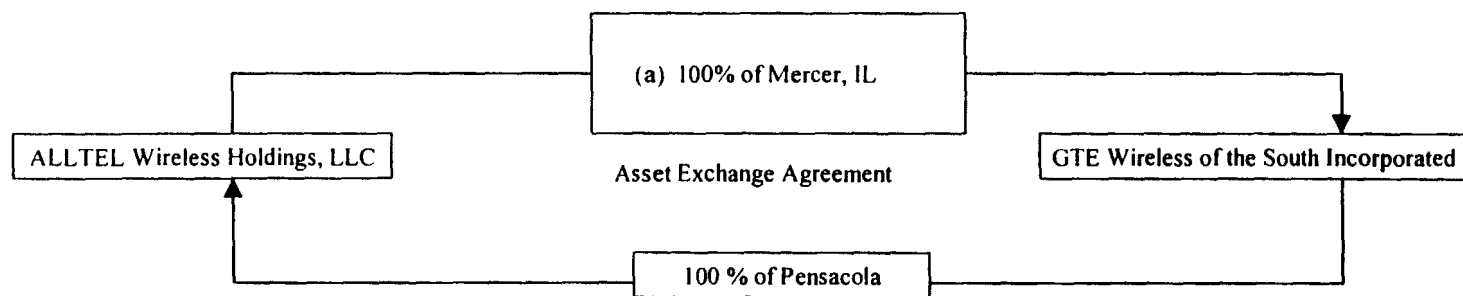
Transaction 1



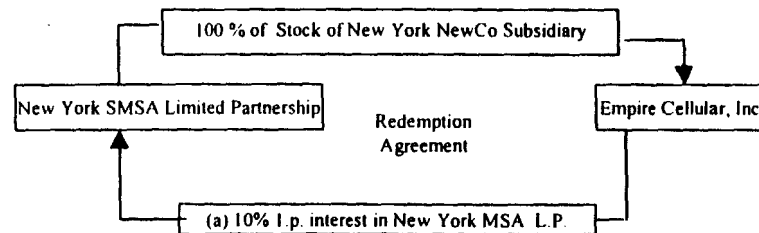
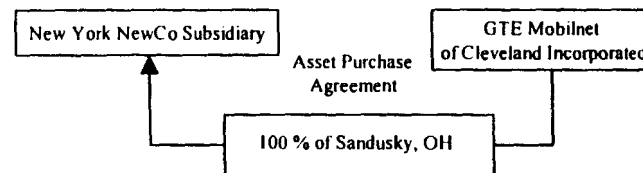
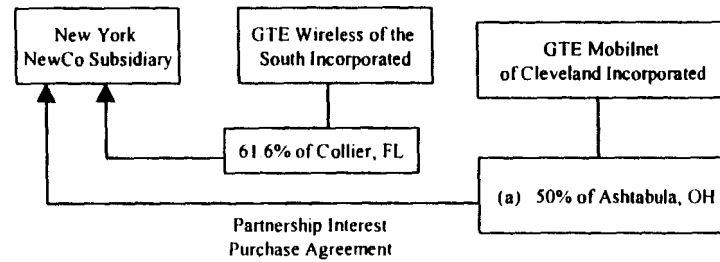
Transaction 2



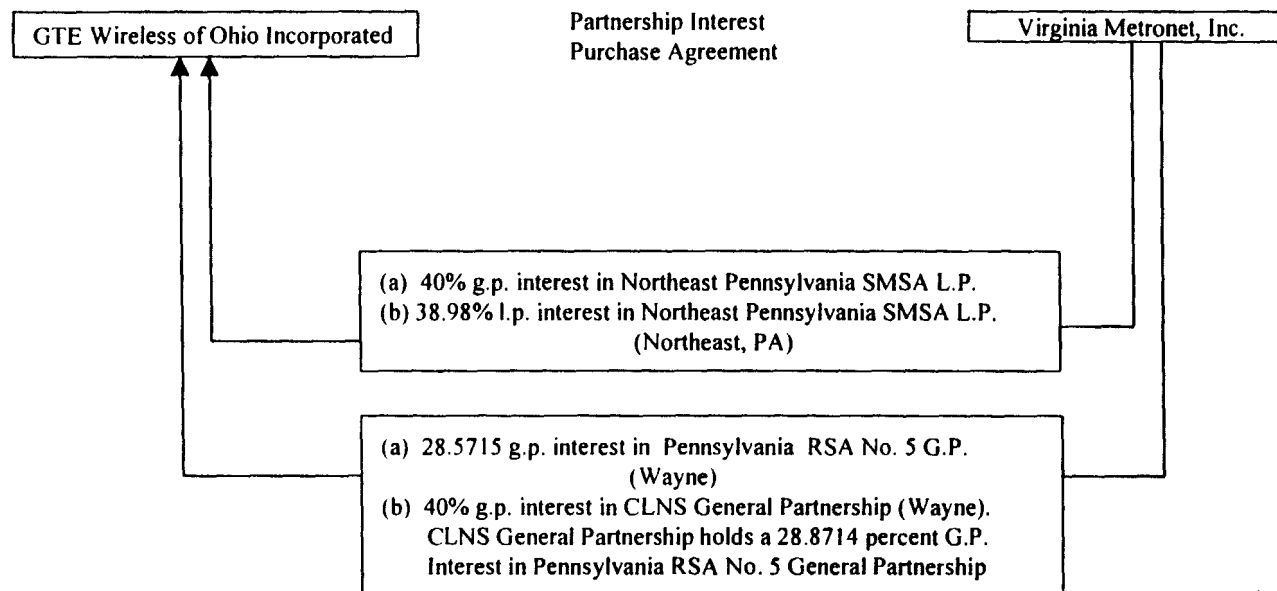
Transaction 3



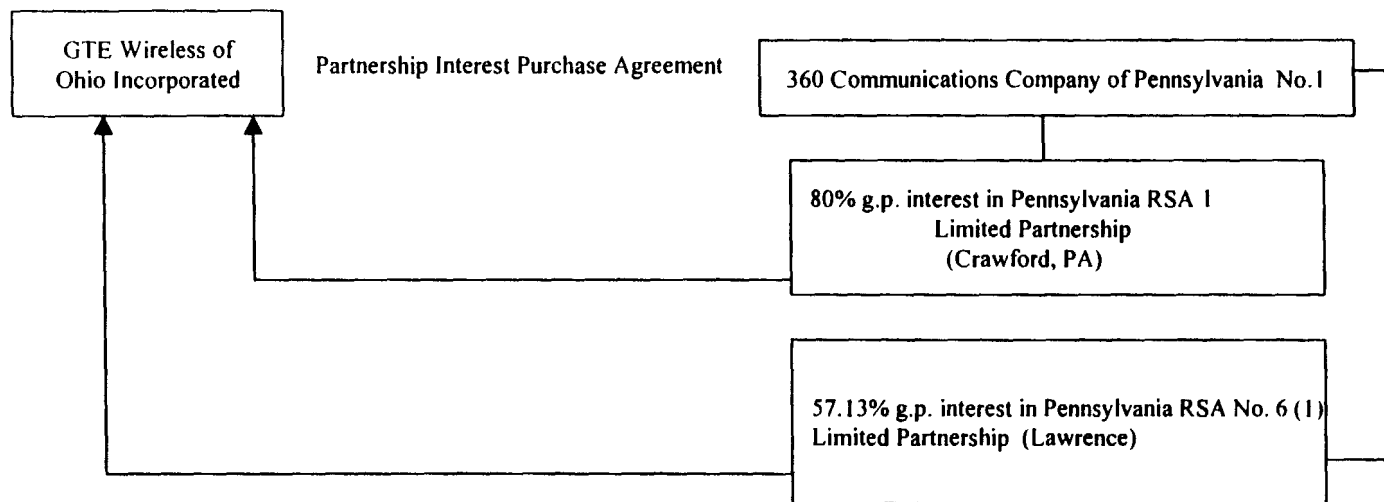
Transaction 4



Transaction 5

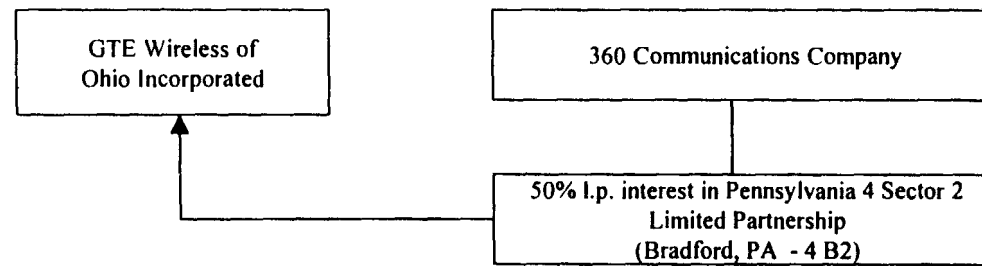


Transaction 6

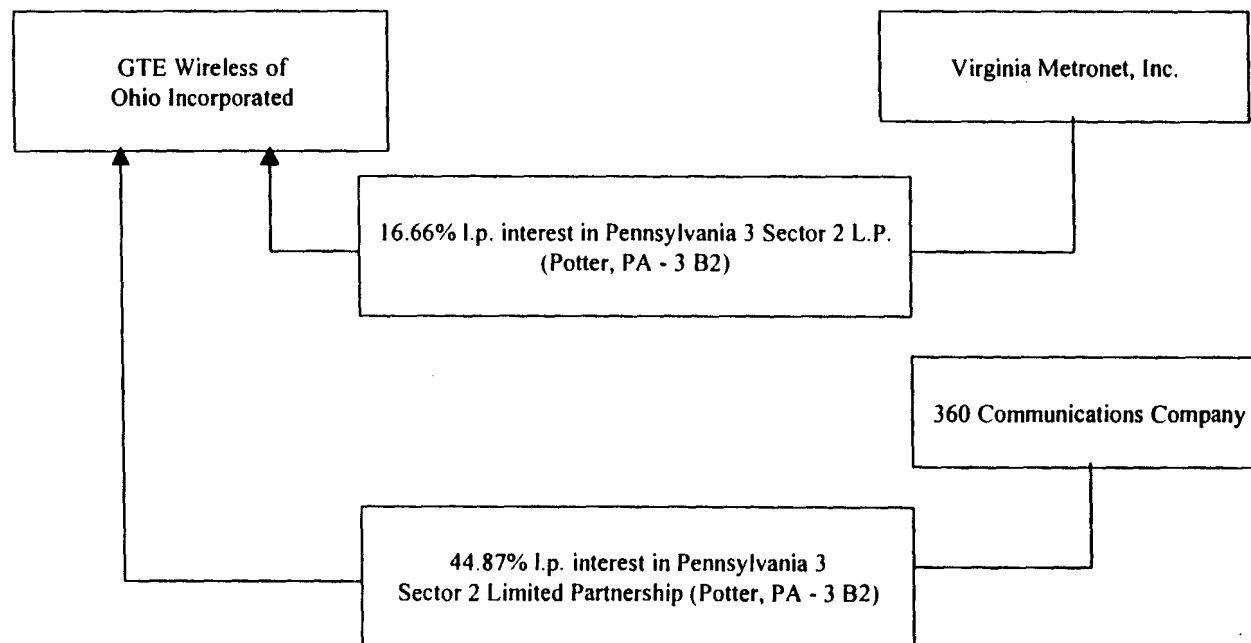


Transaction 7

Partnership Interest Purchase Agreement

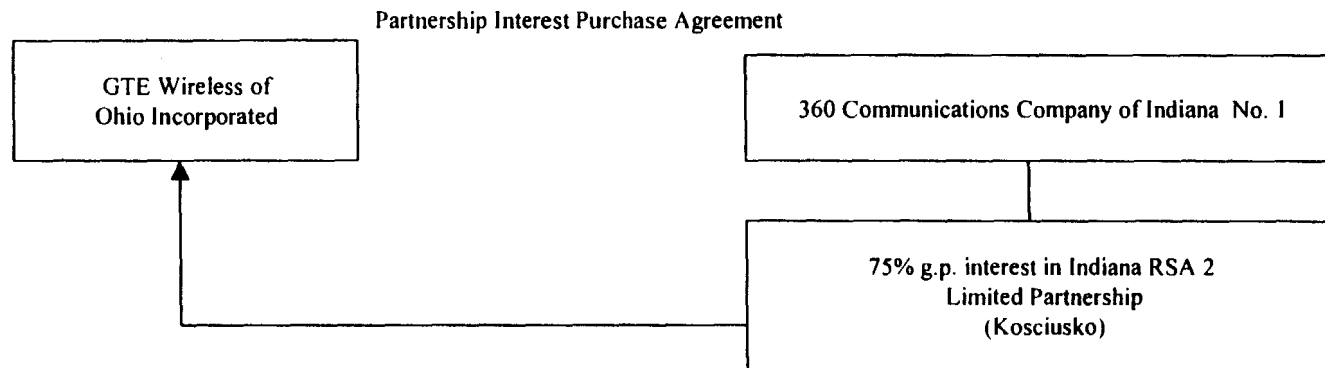


Transaction 8

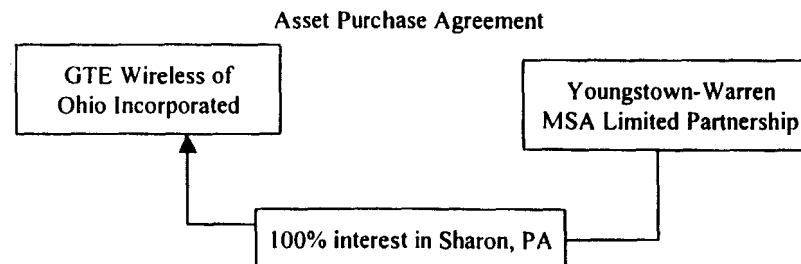


Partnership Interest
Purchase Agreement

Transaction 9



Transaction 10



Transaction 11

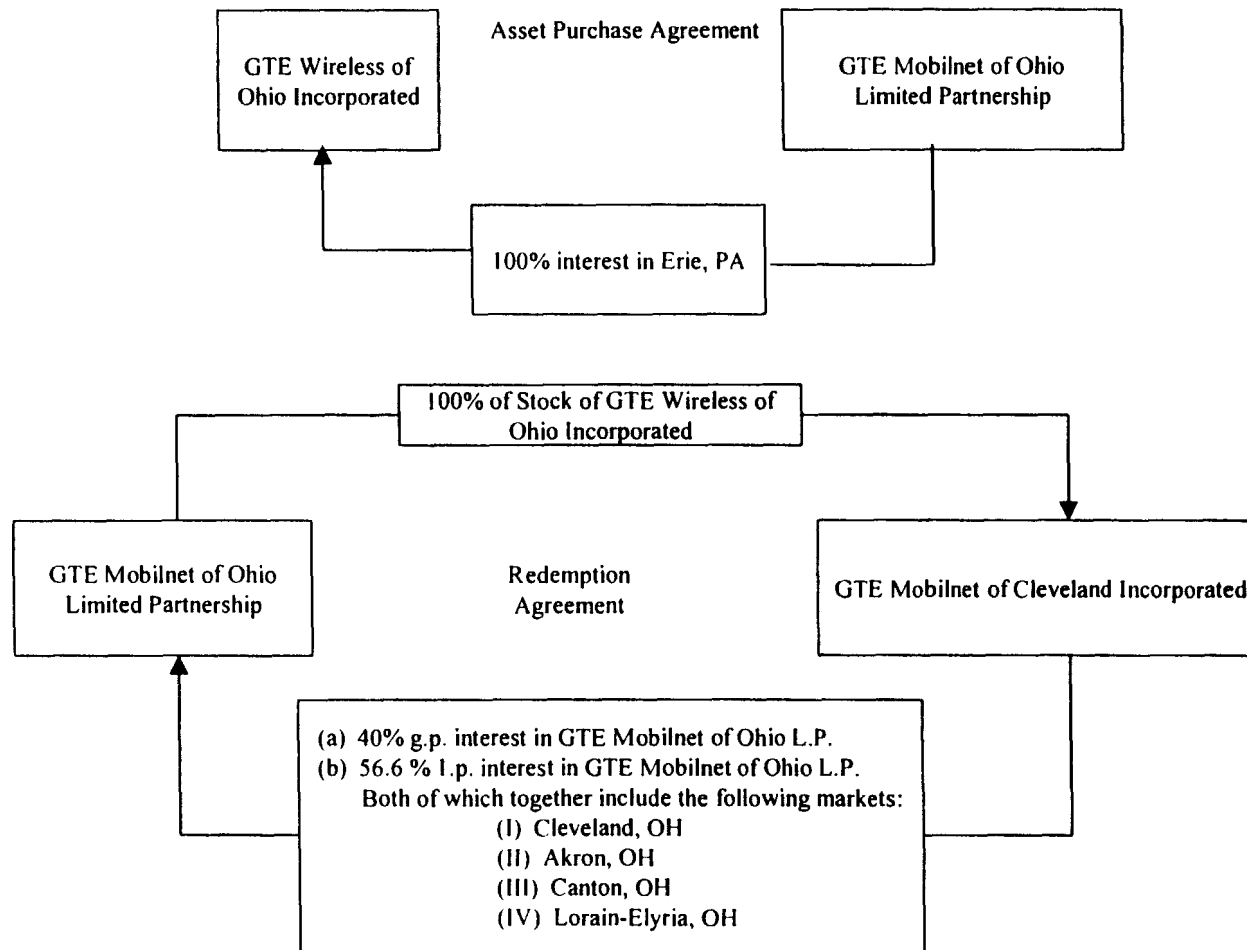


EXHIBIT 3

REPORTABLE LITIGATION

The Department of Justice is investigating one or more allegations that some participants in the FCC's auctions of PCS spectrum may have signaled bidding intentions. GTE Wireless Incorporated, formerly GTE Mobilnet Incorporated, one of GTE Corporation's subsidiaries, is one of an unknown number of companies on which the Department of Justice served Civil Investigative Demands for documents and information.

Additionally, a suit has been filed in Sacramento County, California state court (*Rita Parrish and Susan Schutz v. Pacific Telesis Group, et al.*) alleging that the Fresno MSA Limited Partnership (which is a majority-owned affiliate of GTE Wireless Incorporated) and 12 other cellular entities conspired to create a monopoly with respect to the sale of cellular radio services in the state of California. The plaintiffs have filed on behalf of themselves and all other cellular service subscribers and resellers in several California SMSAs.

Additional Call Signs

The following cellular and point-to-point microwave stations should be added to the list of authorizations to be assigned. Although these call signs are properly licensed and registered to the licensee, the call signs could not be selected from the Universal Licensing System list of call signs available for assignment. All of these stations are constructed.

KNKA260

KNKA395

KNKA396

KNKA474

KNKA475

KNKA541

KNKA564

KNKN760

KNKN891

KNKN892

KNKN893

KNKN984

WHD229

WLC317

WLC318

WLC319

Additional Call Signs

WLC320

WLC321

WLK685

WLK686

WLK687

WLK874

WLK996

WLL419

WLL420

WLL921

WLM488

WLM489

WLM490

WLM491

WLM492

WLM494

WLM495

WLM496

WLM498

Additional Call Signs

WLN882
WLN883
WLN886
WLN992
WLR378
WLS826
WLU914
WLU915
WLV736
WLW282
WMJ532
WMJ533
WMJ534
WMJ535
WMK647
WML720
WML721
WML736
WML737

Additional Call Signs

WMN413
WMP202
WMQ384
WMQ416
WMQ483
WMQ495
WMQ496
WMQ724
WMQ725
WMQ726
WMQ727
WMQ728
WMQ747
WMQ748
WMQ849
WMQ907
WMR223
WMR365
WMR922

Additional Call Signs

WMR923

WMR924

WMS770

WMS948

WMW422

WPJA862

WPNC750

WPNM602

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00-38

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 02/07/2000 at 04:53PM File Number: 0000076329
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1) Application Purpose: Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5) Does filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? See Description of Transaction If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]	10b) SGIN: 000
11) First Name (if individual): [REDACTED] MI: [REDACTED] Last Name: [REDACTED]	Suffix: [REDACTED]
12) Entity Name (if not an individual): The ALLTEL Illinois Limited Partnership	
13) Attention To: Mona Unwer	
14) P.O. Box: [REDACTED] And / Or [REDACTED]	15) Street Address: One Allied Drive
16) City: Little Rock	17) State: AR 18) Zip: 72202
19) Telephone Number: (501)905-8555	20) FAX: (501)905-6193
21) E-Mail Address: mona.unwer@alltel.com	

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN:		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if not an individual):					
26) P.O. Box:		And / Or	27) Street Address:		
28) City:		29) State:		30) Zip:	
31) Telephone Number:			32) FAX:		
33) E-Mail Address:					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:		MI:	Last Name:		Suffix:
35) Company Name:					
36) P.O. Box:		And / Or	37) Street Address:		
38) City:		39) State:		40) Zip:	
41) Telephone Number:			42) FAX:		
43) E-Mail Address:					

Assignee/Transferee Information

44) The Assignee is a(n): Corporation					
45a) Taxpayer Identification Number:			45b) SGIN: 000		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): GTE Wireless of the South Incorporated					
48) Name of Real Party in Interest:					49) TIN:
50) Attention To:					
51) P.O. Box:		And / Or	52) Street Address: One GTE Place - GA3B1REG		
53) City: Alpharetta		54) State: GA		55) Zip: 30004	
56) Telephone Number: (678)339-4271			57) FAX: (678)339-8552		
58) E-Mail Address: JRobbins@moblnet.gte.com					

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Suzanne		MI:	Last Name: Carmel		Suffix:
60) Company Name: GTE Service Corporation					
61) P.O. Box:		And / Or	62) Street Address: 1850 M Street, N.W., Suite 1200		
63) City: Washington		64) State: DC		65) Zip: 20036	
66) Telephone Number: (202)463-5295			67) FAX: (202)463-5239		
68) E-Mail Address: scarmel@dcoffice.gte.com					

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions